

P95 000005111

ROBERT B. SMITH, P.A.

(Requestor's Name)

169 E. FLAGLER ST. SUITE 700

(Address)

MIAMI, FL 33131

(City, State, Zip)

(Phone #)

400001374334

-01/10/95--01016--013

\*\*\*\*245.00 \*\*\*\*122.50

OFFICE USE ONLY

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 JAN 19 PM 1:33

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. GLOBAL FOOD FORUM, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

**EFFECTIVE DATE**

☐ Walk in ☐ Pick up time \_\_\_\_\_

☐ Certified Copy

JAN 21 1995

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

506 789 625 671  
W95-733

Examiner's Initials



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

January 11, 1995

**ROBERT B. SMITH, P.A.**  
169 E. FLAGLER ST.  
SUITE 700  
MIAMI, FL 33131

**SUBJECT: GLOBAL FOOD FORUM, INC.**  
Ref. Number: W9500000733

We have received your document for GLOBAL FOOD FORUM, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Steven Godfrey  
Corporate Specialist

Letter Number: 695A00001239

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION  
OF  
GLOBAL FOOD FORUM, INC.**

The undersigned, acting as incorporator of Global Food Forum, Inc. under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is Global Food Forum, Inc.

**ARTICLE II. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on January 21, 1995.

**ARTICLE III. PRINCIPLE PLACE OF BUSINESS**

The principal place of business shall be 169 E. Flagler Street, Suite 1500, Miami, Florida 33131.

**ARTICLE IV. DURATION**

The corporation will exist perpetually.

**ARTICLE V. PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

More specifically, the general purpose or purposes for which the corporation is organized are as follows:

(a) To engage in every aspect and phase of the business of food, production marketing and distribution within the United States and internationally.

**EFFECTIVE DATE**

JAN 21 1995

(b) To transact any or all other lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

#### **ARTICLE VI. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 20,000,000 shares of common stock having a par value of \$.25 per share, and 4,000,000 shares of common stock having a par value of \$1.00 per share. These shares shall be classified as Class A Stock. The Corporation is authorized to have 1,000,000 shares of preferred stock having a par value of \$2.50 per share. These shall be classified as Class B Stock. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

#### **ARTICLE VII. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 20,000,000 shares of common stock having a par value of \$.25 per share, and 4,000,000 shares of common stock having a par value of \$1.00 per share. These shares shall be classified as Class A Stock. The Corporation is authorized to have 1,000,000 shares of preferred stock having a par value of \$2.50 per share. These shall be classified as Class B Stock. The preferences, limitation, and relative rights in

respect to the shares of Class A and Class B common stock shall be the same, except that the shares of Class B common stock shall not vote on any matters, except when otherwise required by law. The consideration to be paid for each share of Class A and Class B common stock shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

**ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 169 E. Flagler Street, Suite 700, Miami, Florida 33131, and the name of the corporation's initial registered agent at the address is Robert B. Smith, Esq.

**ARTICLE IX. INITIAL BOARD OF DIRECTORS**

The corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than three (3). The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Henry T. Doherty, Chairman and Chief Executive Officer	Alfred I. Dupont Building 169 E. Flagler Street Suite 1500 Miami, FL 33131
Robert B. Smith, Executive Vice Chairman and Chief Legal Counsel	Alfred I. Dupont Building 169 E. Flagler Street Suite 1500 Miami, FL 33131

Keith T. Birkhold, Vice Chairman  
Chief Operating Officer

Alfred I. Dupont Building  
169 E. Flagler Street  
Suite 1500  
Miami, FL 33131

Thomas Rausch, President  
of New Wave Beverages, Inc.

7221 West Kentucky Drive  
Suite B  
Lakewood, Colorado 80226

**ARTICLE X. MANAGEMENT BY SHAREHOLDERS**

All powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the board of directors. The names and street addresses of the original shareholders are:

<u>Name</u>	<u>Shares</u>	<u>Address</u>
International Founders	1 million	
Agronovo Technologies,	16 million	Alfred I. Dupont Bldg. 169 E. Flagler Street Suite 1500 Miami, FL 33131
T. Rausch	1.1 million	7221 West Kentucky Drive Suite B Lakewood, Colorado 80226
P. Steinhauer	500,000	
L. Lakey	600,000	
H. Doherty	800,000	c/o Hemisphere Trade Development Resources, Inc. ("HTD") Alfred I. Dupont Bldg. 169 E. Flagler Street Suite 1500 Miami, FL 33131

#### **ARTICLE XI. INCORPORATOR**

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Henry T. Doherty, Chairman and Chief Executive Officer	Alfred I. Dupont Building 169 E. Flagler Street Suite 1500 Miami, Florida 33131

The incorporator of the corporation assigns to this corporation his rights under Section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stocks of this corporation, this assignment becoming effective on the date corporate existence begins.

#### **ARTICLE XII. CUMULATIVE VOTING**

Every shareholder having the right to vote at a meeting of shareholders shall be entitled, in any election of directors, to that number of votes equal to the number of shares held by that shareholder multiplied by the number of directors to be elected, and each shareholder may either cast all those votes for a single candidate or distribute them among any two or more of the candidates. In voting on all other proposals, each shareholder having the right to vote shall be entitled to one vote for each share of voting stock held.

#### **ARTICLE XIII. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholder, except that

the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

**ARTICLE XIV. BYLAWS**

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3<sup>rd</sup> day of December, 1994.

  
HENRY T. DOHERTY

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of December, 1994, by Robert D. Smith, who is personally known to me to be the person who executed said document.

  
Notary Public  
State of Florida at Large

(Affix notarial seal)

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA.  
MY COMMISSION EXPIRES: Sept. 30, 1995.  
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

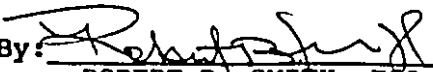
GLOFO.ART



**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for Global Food Forum, Inc. in the foregoing Articles of Incorporation, I, on behalf of Global Food Forum, Inc., a Florida corporation, hereby agree to accept service of process for said Corporation and to comply with any and all Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT

By:   
ROBERT B. SMITH, ESQ.

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